

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF NEW YORK

COMPASS-CHARLOTTE 1031, LLC,

Plaintiff,

-against-

PRIME CAPITAL VENTURES, LLC
BERONE CAPITAL FUND, LP
BERONE CAPITAL PARTNERS LLC
BERONE CAPITAL LLC
BERONE CAPITAL EQUITY FUND I, LP
405 MOTORSPORTS LLC f/k/a Berone Capital Equity
Partners LLC

Defendants.

Case No.: 24-cv-55
(MAD/CFH)

**DECLARATION OF
JAMES L. TUXBURY**

I, James L. Tuxbury, hereby declare the following under penalty of perjury, pursuant to 28 U.S.C. § 1746:

1. I am an attorney duly admitted to practice before this Court *pro hac vice*. Dkt. Nos. 34, 55.
2. I am also a partner with the law firm of Hinckley, Allen & Snyder LLP, attorneys for Plaintiff, Compass-Charlotte 1031, LLC (“Plaintiff” or “Compass-Charlotte”) in the above-referenced matter.
3. I respectfully submit this declaration in support of Plaintiff’s Motion to Disqualify Hogan Lovells US LLP as Defendant Prime Capital Ventures, LLC’s counsel.
4. Attached hereto as Exhibit A is a true and correct copy of the Complaint filed in *Camshaft CRE 1, LLC v. Prime Capital Ventures, LLC*, 2023-023173-CA-01 (Cir. Ct., Miami-Dade Cnty., Fla.).
5. Attached hereto as Exhibit B is a true and correct copy of email correspondence, dated December 4, 2023 through December 20, 2023, between Will Esser (as counsel for Creditor

Compass-Charlotte in the Prime Bankruptcy Case) and David Massey (as counsel for Prime in the Prime Bankruptcy Case) regarding Compass-Charlotte's invitation for Camshaft to join the Prime Bankruptcy Case.

6. Attached hereto as Exhibit C is a true and correct copy of the Motion for Entry of Final Judgment, Filing No. 188377057, dated December 19, 2023, filed by Hogan Lovells US LLP on behalf of Camshaft CRE 1, LLC in *Camshaft CRE 1, LLC*, 2023-023173-CA-01.

7. Attached hereto as Exhibit D is a true and correct copy of the docket, as of January 26, 2024, in *Camshaft CRE 1, LLC*, 2023-023173-CA-01, as it is reflected on the Miami-Dade court website.

8. Attached hereto as Exhibit E is a true and correct copy of email correspondence, dated December 30, 2023 through January 2, 2024, between Will Esser (as counsel for Creditor Compass-Charlotte in the Prime Bankruptcy Case) and David Massey, Beth Moon, Daniela Carreras, and Pieter Van Tol of Hogan Lovells (as counsel for Prime in the Prime Bankruptcy Case) regarding Hogan Lovells' conflict of interest in the Prime Bankruptcy Case.

9. Attached hereto as Exhibit F is a true and correct copy of email correspondence, dated January 23, 2024, between Will Esser (as counsel for Compass-Charlotte in the above-referenced matter) and Tyler Maulsby (as counsel for Hogan Lovells in the above-referenced matter) regarding Compass-Charlotte's view that Hogan Lovells voluntarily withdraw as counsel for Prime.

10. Attached hereto as Exhibit G is a true and correct copy of email correspondence, dated January 24, 2024, between Will Esser (as counsel for Compass-Charlotte in the above-referenced matter) and Pieter Van Tol (as counsel for Prime in the above-referenced matter) regarding a subpoena response from Keeler Motor Car Company and Compass-Charlotte's

corresponding view that Hogan Lovells voluntarily withdraw as counsel for Prime.

11. Attached hereto as Exhibit H is a true and correct copy of the Transcript of Proceedings Before the Honorable Mae A. D'Agostino, from the hearing in the above-referenced matter that took place in-person on January 22, 2024.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: January 26, 2024
Albany, New York

By: /s/ James L. Tuxbury
James L. Tuxbury, Esq.